

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

VILLAGE ROADSHOW ENTERTAINMENT
GROUP USA INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 25-10475 (TMH)
)
) (Jointly Administered)
)
) **Ref. Docket No. 122**
)

**SUPPLEMENTAL DECLARATION OF
JUSTIN R. BERNBROCK IN SUPPORT OF THE
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF SHEPPARD,
MULLIN, RICHTER & HAMPTON LLP AS COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

I, Justin R. Bernbrock, hereby state and declare the following under penalty of perjury:

1. I am a partner in the Finance and Bankruptcy Group of the law firm Sheppard, Mullin, Richter & Hampton LLP (“Sheppard Mullin”).² I am a resident of Sheppard Mullin’s Chicago office, located at 321 North Clark Street, 32nd Floor, Chicago, IL 60654. I am the lead attorney from Sheppard Mullin working on the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). I am a member in good standing of the Bar of the State of Illinois. There are no disciplinary proceedings pending against me.

2. On March 31, 2025, the Debtors filed the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP*

The last four digits of Village Roadshow Entertainment Group USA Inc.'s federal tax identification number are 0343. The mailing address for Village Roadshow Entertainment Group USA Inc. is 10100 Santa Monica Boulevard, Suite 200, Los Angeles, California 90067. Due to the large number of debtors in these cases, which are being jointly administered for procedural purposes only, a complete list of the Debtors and the last four digits of their federal tax identification is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vreg>.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application (as defined herein).

as Counsel to the Debtors and Debtors in Possession, Effective as of the Petition Date [Docket No. 122] (the “Application”). In support of the Application, the Debtors submitted the *Declaration of Justin R. Bernbrock in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Counsel to the Debtors and Debtors in Possession, Effective as of the Petition Date* (the “Initial Declaration”), which was attached to the Application as Exhibit A.

3. This declaration (this “Supplemental Declaration”) supplements the Initial Declaration and addresses certain questions and clarifications requested by the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”). Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein.

ADDITIONAL DISCLOSURES

4. Sheppard Mullin Team Hourly Rates. The principal Sheppard Mullin attorneys presently staffed on the bankruptcy team representing the Debtors and their current standard hourly rates are as follows:

Attorney	Title	Hourly Rate
Justin R. Bernbrock	Partner	\$1,670.00
Jennifer L. Nassiri	Partner	\$1,545.00
Catherine Jun	Special Counsel	\$1,180.00
Alyssa Paddock	Associate	\$1,105.00
Gianna E. Segretti	Associate	\$1,105.00
Matthew T. Benz	Associate	\$895.00
Brandon Mohamad	Associate	\$825.00

5. Ontario Teachers. Sheppard Mullin currently represents or in the past has represented Ontario Teachers' Pension Plan Board and Public Sector Pension Investment Board (“Ontario Teachers”), an affiliate of 1397225 Ontario Limited (“Ontario”). Ontario owns approximately 15.2% of the equity interests in Debtor Village Roadshow Entertainment Group

(BVI) Limited and is a lender under the Debtors' proposed postpetition financing facility. Sheppard Mullin has represented Ontario Teachers on only one matter, which was opened in Sheppard Mullin's systems in May 2024. The total percentage of Sheppard Mullin's annual revenue attributable to Ontario Teachers is approximately 0.015%. Sheppard Mullin's current and prior representations of Ontario Teachers have been in matters unrelated to the Debtors or these chapter 11 cases. Sheppard Mullin has not represented, and will not represent, Ontario or Ontario Teachers in connection with any matter in these chapter 11 cases.

6. Warner Bros. Sheppard Mullin currently represents or in the past has represented certain of the Debtors' studio partners, including Warner Bros. Entertainment Inc. and certain of its affiliates. Sheppard Mullin has represented Warner Bros. and certain of its affiliated entities in certain labor and employment, litigation, and antitrust matters. Sheppard Mullin attorneys have not recorded any time entries in connection with these matters since November 2024. The total percentage of Sheppard Mullin's annual revenue attributable to Warner Bros. and its affiliated entities is approximately 0.01%. Sheppard Mullin's current and prior representations of the Warner Bros. Entertainment Inc. and certain of its affiliates have been in matters unrelated to the Debtors or these chapter 11 cases. Sheppard Mullin has not represented, and will not represent, Warner Bros. or any of its affiliates in connection with any matter in these chapter 11 cases.

7. Amazon Studios. Sheppard Mullin currently represents or in the past has represented certain of the Debtors' studio partners, including Amazon MGM Studios and certain of its affiliates. Sheppard Mullin has in the past represented certain affiliates of Amazon MGM Studios in connection with the preparation of certain production agreements with certain of the Debtors, specifically, (1) a producer agreement between Metro-Goldwyn-Mayer Pictures Inc., a subsidiary of Amazon MGM Studios, and Debtor Village Roadshow Pictures Entertainment Inc.

in connection with the development and possible production of a remake of the motion picture entitled “Night of the Living Dead,” and (2) a non-writing executive producer agreement between Amazon Studios LLC, a subsidiary of Amazon MGM Studios, and Debtor Village Roadshow Entertainment Group USA Inc. in connection with the development and possible production of a television series entitled “Untitled Memory Man Series.” Both agreements relate to the Debtors’ Studio Business. Sheppard Mullin’s current and prior representations of Amazon MGM Studios and certain of its affiliates have, except as set forth herein and in the Initial Declaration, been in matters unrelated to the Debtors or these chapter 11 cases. Sheppard Mullin has not represented, and will not represent, Amazon MGM Studios or any of its affiliates in connection with any matter in these chapter 11 cases.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.

Dated: April 17, 2025
Chicago, Illinois

By: /s/ Justin R. Bernbrock
Justin R. Bernbrock
Sheppard, Mullin, Richter & Hampton LLP